

RETURN DATE:	April 5, 2022	:	SUPERIOR COURT
		:	
VICTOR H. ASHE and		:	
DONALD G. GLASCOFF, JR.,		:	
		:	
Plaintiffs,		:	
		:	JUDICIAL DISTRICT
v.		:	OF NEW HAVEN
		:	
YALE UNIVERSITY,		:	
		:	
Defendant.		:	MARCH 7, 2022

COMPLAINT

Plaintiffs Victor H. Ashe and Donald G. Glascoff, Jr. (“Plaintiffs”), bring claims against Yale University (“Yale”) for breach of contract and breach of the Connecticut Revised Nonstock Corporation Act (the “CRNA”) via ultra vires acts. Plaintiffs allege as follows:

COUNT I ULTRA VIRES ACTION (Pursuant to CGS § 33-1038(b))

INTRODUCTION

1. This case arises from Yale’s violation of its charter (the “Charter”), the CRNA, and its legal and moral obligations to alumni of Yale.

2. The President and Fellows of Yale College (collectively, the “Corporation”) is the governing body of Yale. For 150 years, since 1872, the Corporation has included, among its fellows, six so-called Alumni Fellows (the “Alumni Trustees”), to be selected from and by eligible alumni of Yale. Since 1872, pursuant to rights granted to alumni under the Charter, eligible alumni of Yale have had the right to choose the Alumni Trustees from among all eligible alumni and all eligible Yale alumni have had the right to put themselves forward as candidates for the Alumni Trustee positions.

3. On May 24, 2021, the Corporation announced that it had unilaterally decided to terminate the petition process which since 1929 had been the vehicle by which any eligible alumni

had the right to make themselves candidates for open Alumni Trustee positions and by which eligible alumni had the right to vote for eligible alumni of their choosing. Starting with the 2022 election, only alumni selected by the Alumni Fellow Nominating Committee (the “Committee”) of the Yale Alumni Association (the “YAA”) can be put forward as candidates for open Alumni Trustee positions. The Corporation did not, and does not, have the unilateral right under the Charter or the CRNA to so eliminate eligible Yale alumni’s unfettered rights to choose the Alumni Trustees from among all eligible alumni and to put themselves forward as candidates for the Alumni Trustee positions.

4. In enacting the Charter, and specifically those provisions of the Charter governing the election of Alumni Trustees, the Connecticut General Assembly expressly created a board that is not a fully self-perpetuating governing body (one that has the right to select its own members) and expressly granted direct rights to Yale alumni to elect Alumni Trustees and put themselves forward as candidates for the Alumni Trustee positions. The Corporation’s unilateral decision to eliminate Charter-granted alumni rights is driven by Yale’s fear that alumni will elect Alumni Trustees that favor open discussion of divisive issues and bring diverse and alternative perspectives to the Corporation and a desire to transform the Corporation into a *de facto* fully self-perpetuating body. In short, the Corporation is engaging in the most obvious form of voter suppression and denial of rights of free expression of opinion in direct violation of the rights that the Connecticut General Assembly intended to bestow upon, and the Corporation, on Yale’s behalf, agreed to grant, to eligible Yale alumni since 1872.

5. By this action, Plaintiffs seek to enjoin the unilateral termination of the petition process and otherwise prevent Yale from violating the Charter and to protect alumni rights originally granted by the Connecticut General Assembly and now in the Charter.

THE PARTIES

6. Plaintiff Ashe has held a Bachelor of Arts degree from Yale College, the undergraduate college of Yale, for more than five years. Mr. Ashe graduated from Yale College in 1967 and the University of Tennessee College of Law in 1974. He served three terms in the Tennessee House of Representatives (1968-1974), for nine years in the Tennessee Senate (1975-1984), for sixteen years as the mayor of Knoxville, Tennessee (1987-2003), and as the United States ambassador to Poland from 2004 through 2009. Mr. Ashe was a member of the United States Marine Corps Air Reserves from 1967 to 1973. Under the Charter, he is granted the right to vote for any qualified alumna/alumnus that he chooses and the right to make himself a candidate for Alumni Trustee positions. Mr. Ashe, along with all other eligible alumni of Yale, has membership rights in Yale in accordance with the relevant provisions of the Charter and within the meaning of the CRNA.

7. Plaintiff Glascoff has held a Bachelor of Arts degree from Yale College for more than five years. Mr. Glascoff graduated from Yale College in 1967 and Cornell Law School in 1970. He is a retired partner and former co-chair of Cadwalader, Wickersham & Taft, the oldest Wall Street law firm. Among other positions throughout his career, Mr. Glascoff served as Chair of Park Avenue Bank; Chairman of the External Advisory Board of Oxford University's Program in Public Interest Law and Policy, which he founded; and Special Assistant to the General Counsel (1973-1974), and Associate Deputy General Counsel (1974-1975), U.S. Department of Housing and Urban Development, Washington, D.C. He was a Fellow of the Centre for Socio-Legal Studies at Oxford University; a Fellow of the Foreign Policy Association; and a member of the American College of Real Estate Lawyers, American Bar Association (Committee on Housing Programs), the New York State Bar Association (Former Member, House of Delegates), the Association of

the Bar of the City of New York, the New York County Lawyers Association (Member and Former Chairman, Committee on Housing and Urban Renewal), and the Bar Association of the District of Columbia, and an Advisory Member of the ABA Special Committee on Housing and Urban Growth. Mr. Glascoff served on active duty in the United States Army from 1970 to 1972, and was honorably discharged with the rank of Captain. He remains active producing human rights documentaries, including "Taxi to the Dark Side" which won the 2007 Academy award for full-length documentaries. Mr. Glascoff's principal interests are human rights and First Amendment issues which prompted him to serve as Executive Producer of "Barney's Wall", a documentary about the First Amendment advocate and publisher, Barney Rosset. Under the Charter, he is granted the right to vote for any qualified alumna/alumnus that he chooses and the right to make himself a candidate for Alumni Trustee positions. Mr. Glascoff, along with all other eligible alumni of Yale, has membership rights in Yale in accordance with the relevant provisions of the Charter and within the meaning of the CRNA. Mr. Glascoff intended to put himself up as a candidate for an Alumni Trustee position, but was deterred from doing so by the unilateral changes made to the Charter described herein.

8. Yale is a Connecticut nonstock corporation originally organized and existing under and by virtue of a special charter granted by the Connecticut General Assembly in 1701. Yale's governing documents consist of the Charter, By-laws, and Miscellaneous Regulations (the "Regulations").

STATEMENT OF FACTS

9. Yale is a large research university with a wide array of programs, departments, schools (including Yale College, the Graduate School of Arts and Sciences, and various professional schools), centers, museums, and many affiliated organizations. Yale has more than

12,000 students, annual revenue and expenses of more than \$4 billion and an endowment of more than \$40 billion, confers almost 5,000 degrees annually, and employs approximately 5,000 faculty and 10,000 staff.

10. The Corporation is Yale's principal governing body. Today the Corporation consists of nineteen members—the president of Yale; ten "Successor Trustees" who are selected and appointed by the Corporation from among alumni of Yale to serve up to two six-year terms; six "Alumni Trustees" elected by and from among alumni of Yale to serve one six-year term; a "Senior Trustee" selected by the president of Yale from among Corporation members; and the Governor and Lieutenant Governor of Connecticut as *ex officio* members.

11. In 1792, as part of an act that granted certain financial assistance to Yale, the Connecticut General Assembly amended the Charter to provide that, in addition to the then ten sitting Successor Trustees—all of whom were successors to the trustees appointed by the Connecticut General Assembly in a 1745 act amending the Charter—the "Governor, Lieutenant Governor, and six senior assistants in the Council of this State, for the time being, shall ever hereafter, by virtue of their said offices, be trustees or fellows of [Yale]."

12. In 1819, the Connecticut General Assembly further amended the Charter to replace the six "senior assistants" with six senior senators of the Connecticut General Assembly.

13. In the 1860s, students and young alumni formed a movement known as "Young Yale" seeking modernization of Yale's governance and more alumni representation on the Corporation. At the time, most of the Successor Trustees were still ministers, and the trustees chosen by the State of Connecticut typically served briefly and attended Corporation meetings infrequently.

14. On July 6, 1871, the Connecticut General Assembly amended the Charter (the "1871 Amendment"), subject to the acceptance and consent of the Corporation, to modify the

composition of the Corporation by replacing the six senators of the General Assembly with six alumni of Yale because “[t]he attendance of the Senators at Corporation meetings was ... perfunctory and unreliable. In 1871, therefore, the Legislature agreed to divest the six senators of their membership and *granted the Yale alumni the right to elect, instead, six of their own number.*”

By-Laws (June 12, 2021), <https://www.yale.edu/board-trustees/governance-historic-documents/laws> (emphasis added).

15. The 1871 Amendment provided in relevant part:

SECTION 1. All persons who have been for five years graduated as bachelors in any of the departments of Yale College, and all persons who have been admitted to any higher degree in Yale College, whether honorary or in course, may on the public commencement day of said college in the year of our Lord eighteen hundred and seventy-two, cast their votes, under such regulations as the president and fellows of Yale College may prescribe, for six persons to be chosen from among such graduates of Yale College: and the six persons who shall be found to be elected by a majority of the votes cast, shall be fellows of Yale College in the stead of the six senior senators of the state; and shall have all the rights, duties, and privileges as fellows which are now by law conferred upon said senators.

SECTION 2. The fellows thus elected shall enrol [*sic*] themselves by lot in six classes, one holding office for six years, another for five years, another for four years, another for three years, another for two years and another for one year, eligible for re-election; and every year, as a vacancy occurs, all persons who have been for five years graduated as bachelors in any of the departments of Yale College, and all persons who have been admitted to any higher degree in Yale College, whether honorary or in course, shall, upon commencement day in the manner heretofore prescribed, elect a person to fill the vacancy and hold the office of fellow for a period off six years, eligible for re-election; and so whenever a vacancy shall occur from death, resignation, or any other cause, such graduates may elect a person at the next commencement to fill the office of fellow for the remainder of the term in which a vacancy has occurred.

SECTION 3. This act shall not take effect until the president and fellows of Yale College, by a vote communicated to the governor of

the state, shall have signified their acceptance and consent to the provisions of this act.

On July 11, 1871, the Corporation accepted the 1871 Amendment.

16. Upon information and belief, shortly before commencement in 1872 the Corporation solicited nominations of Alumni Trustees directly from alumni and notified eligible alumni of their right to vote on Alumni Trustees. For example, the front page of the March 21, 1872, edition of the New York Times announced:

The Corporation of Yale College have requested all graduates of the College qualified to vote at the election of Fellows at the Commencement, to send, over their signatures, to Franklin B. Dexter, their Secretary, before May 1, the names of six persons whom they desire to nominate for the office of Fellow. The names of all candidates thus nominated by more than twenty five electors will be subsequently announced. By the legislative act, "All persons who have been for five years graduated as Bachelors in any of the departments of Yale College, and all persons who have been admitted to any higher degree in Yale College, whether honorary or in course," *may vote and be voted for in the coming election.*

(Emphasis added). Thus, as early as 1872 when alumni *first* had the right to vote for the six Alumni Trustees, the Corporation recognized that all qualified alumni had the right to "vote and be voted for."

17. On June 12, 1872, the General Assembly further amended the Charter (the "1872 Amendment"), subject to the acceptance and consent of the Corporation, by making relatively minor modifications and clarifications to the voting procedure while maintaining the general structure of the process created by the 1871 Amendment. The 1872 Amendment, which remains operative to this day, provides in relevant part:

SECTION 1. All graduates of the first degree, of five or more years' standing, in any of the departments of Yale college, and all persons who have been admitted to any degree higher than the first in Yale college, whether honorary or in course, may, on the day next preceding the public commencement day of said college, in the year

of our Lord eighteen hundred and seventy two, cast their votes, under such regulations as the president and fellows may prescribe, for six persons to be chosen from among such graduates; and the six persons who shall be found to be elected by a plurality of the vote cast, shall be fellows of Yale college in the stead of the six senior senators of the state, and shall have all rights, duties, and privileges as fellows which are now by law conferred upon said senators. In case of an equality of votes between two or more candidates, the person who shall hold the said office of fellow shall be designated by lot from among the persons receiving such equality of votes.

SECTION 2. The fellows thus elected shall enroll themselves by lot in six classes, one holding office for six years, another for five years, another for four years, another for three years, another for two years, and another for one year, eligible for reelection; and every year, as a vacancy occurs, all graduates of the first degree, of five or more years' standing, in any of the departments of Yale college, and all persons who have been admitted to any degree higher than the first in Yale college, whether honorary or in course, may, upon the day next preceding commencement day, in the manner heretofore prescribed, elect by a plurality of votes a person to fill the vacancy and hold the office of fellow for a period of six years, eligible for reelection; and so whenever a vacancy shall occur from death, resignation, or any other cause, such graduates may elect a person at the next commencement to fill the office of fellow for the remainder of the term in which a vacancy has occurred. The official year of such Fellows shall end with the day next preceding each commencement day.

SECTION 3. This act shall not take effect until the President and Fellows of Yale College, by a vote communicated to the governor of the state, shall have signified their acceptance of and consent to the provisions of this act.

The Corporation accepted the 1872 Amendment on July 9, 1872.

18. The text of the 1872 Amendment plainly grants eligible alumni the right to vote for any eligible alumna/alumnus that they want and to put themselves up for a vote as a candidate. The universe of candidates that alumni may vote for is all “such graduates” and the universe of people who may put themselves up as a candidate is all “such graduates”—there is no limitation—all eligible graduates may “vote and be voted for.” Thus, the General Assembly passed the 1872

Amendment intending to grant these rights to all eligible Yale alumni, and the Corporation agreed to provide these rights to all eligible Yale alumni when it accepted the 1872 Amendment.

19. There is nothing in the 1872 Amendment that grants the Corporation the right to restrict or regulate who alumni may vote for or who may put themselves up as a candidate for Alumni Trustee positions.

20. There is nothing in the 1872 Amendment that gives the Corporation the right to assign or delegate the ability to restrict or regulate who alumni may vote for (a right the Corporation does not have) to the YAA, which did not exist at the time the 1872 Amendment was enacted.

21. While the Corporation has the authority to prescribe regulations for voting, this is the authority to regulate voting procedure, *i.e.*, time, place, and manner type provisions, it is not the authority to restrict the substance of the right--who may be voted for and who may put themselves up as a candidate for the Alumni Trustee positions.

22. Upon information and belief, from 1872 through 1929, the Corporation continued to solicit direct nominations from alumni. For example, in 1895 the Secretary of the Corporation, Franklin B. Dexter, sent a copy of the 1872 Amendment to alumni and wrote:

New Haven, Connecticut
March, 1895

Sir:—By the provisions of the foregoing Act of the Legislature of Connecticut, you will be entitled to vote, on the 25th day of June next, for one member of the Corporation of Yale University, to fill the vacancy caused by the expiration of the term of Buchanan Winthrop, Esq.

By order of the Corporation, you are invited to send to the undersigned a *nomination* for this vacancy, it being intended that the names of all persons who are nominated by as many as twenty-five electors shall be announced, as soon as possible after May 1st, in a circular sent to the electors, with a form for a ballot.

A blank is enclosed for convenience in sending nominations.

By order of the Corporation,

Franklin B. Dexter, Secretary.

23. In 1929, the Corporation implemented a process, which was included in the Regulations,¹ that created two paths to being placed on the ballot for election as an Alumni Trustee: (a) nomination by the predecessor to the Committee and subsequently the Committee or (b) a petition process in which all alumni eligible to vote for the Alumni Trustees were entitled to participate (the “Petition Process”).

24. The Committee consists of the entire Board of Governors (including officers, collectively the “Board”) of the YAA or not fewer than six members of the Board as appointed by the Chair of the Board; one trustee of the Corporation; the Chair of the Board, the Secretary of Yale or the Secretary’s designee, the Yale officer with responsibility for alumni affairs and development, and the president of the University Council, all serving as *ex officio* members; and the Executive Director of the YAA, who serves as the Committee’s nonvoting Secretary. All of these positions and persons are clearly “insiders” of the existing Yale elites.

25. Over time, the Corporation instituted regulations to limit the ability of alumni to put themselves forward as candidates for Alumni Trustee positions under the Petition Process. Such restrictions included a prohibition on more than three persons qualifying by petition, the requirement that one announce their candidacy more than one year before the election, and an

¹ Pursuant to the Charter, the Corporation has the power to establish “reasonable laws[,] rules[,] and ordinances... as they shall think fit and proper” for the education of students and managing Yale. The regulations issued by the Board pursuant to this grant of authority are reflected in the By-Laws and the Miscellaneous Regulations. See *Governance Documents*, YALE UNIVERSITY, <https://www.yale.edu/board-trustees/governance-documents>.

increase in the number of signatures required to qualify for the ballot (such restrictions, the “Candidate Restrictions”). On information and belief, in 1965 only 250 signatures were required to be placed on the ballot, while by 2020 that number had been increased to 4,397. The Candidate Restrictions were not authorized by and were inconsistent with the rights granted to alumni by the 1872 Amendment.

26. Under this dual process, notwithstanding the Candidate Restrictions, consistent with their rights granted under the Charter, through 2021 “all such graduates” had the opportunity to have themselves placed on the ballot for an Alumni Trustee position through the Petition Process, and the potential universe of candidates that alumni had the opportunity to vote for, at least through the Petition Process, included “all such graduates.” No entity had the right to mediate or limit who could run and who could be voted for.

27. The Petition Process was used infrequently. William Horowitz was the most recent petition candidate elected, in 1965. W. David Lee obtained enough signatures to qualify as a petition candidate in 2002, but he was defeated by the candidate nominated by the Committee. James Kirchick and Nicholas Rosenkranz mounted petition campaigns in 2018 and 2019, respectively, each backed by the William F. Buckley, Jr. Program at Yale (the “Buckley Program”), but both fell short of the required number of signatures.

28. In 2021 two candidates launched petition campaigns and both collected enough signatures to make the 2021 ballot. Plaintiff Ashe wanted, among other things, to increase Corporation transparency and reform the Alumni Trustee election process. The Buckley Program supported his campaign financially; but Plaintiff Ashe was clear that while he was happy to have the Buckley Program’s support, he had not signed on to represent it and that he “will be my own person.”

29. Maggie Thomas ran with the aid of Yale Forward, an independent student/alumni group that supports climate action such as fossil-fuel divestment. After qualifying for the ballot, Thomas was appointed chief of staff for the Biden administration's new Office of Domestic Climate Policy, and White House ethics rules prohibited her from serving on the Corporation.

30. On May 24, 2021, the day after the 2021 Alumni Trustee election concluded, the Corporation's Senior Trustee announced that as of the 2022 election the Corporation was eliminating the Petition Process. Instead, alumni would only be permitted to propose names to the Committee, which then would evaluate those proposals before selecting, based on its own criteria, individuals for inclusion on the ballot. For the first time since the 1872 Amendment was enacted, Yale alumni do not have the right to vote for any "such graduates" that they may choose and do not have the right to put themselves up as a candidate for Alumni Trustee positions.

31. The Corporation did not submit the Candidate Restrictions or the elimination of the Petition Process to alumni for their approval. Any deliberation by the Corporation on the elimination of the Petition Process was conducted in secret.

32. The Corporation was unabashed in its reasoning for eliminating the Petition Process: to prevent alumni perceived by the Corporation as holding problematic or dissenting views from being elected to the Corporation.

33. In her May 24, 2021, announcement of the elimination of the Petition Process, Senior Trustee Catharine Bond Hill stated that in recent years, the Petition Process was

embraced by issues-based candidacies, with intense campaigning by petitioners who are materially supported by organizations that seek to advance specific platforms. Were this trend to continue, it is not hard to imagine a new normal in which every election saw vying groups with organized support competing to focus Yale on their chosen goals.

Such a state of affairs would do profound disservice to the university by distorting the very nature of what a Yale trustee must be: a fiduciary. This would be true notwithstanding the sincere and good intentions of those participating. At the

heart of the matter is the vital distinction between an elected representative of a cause or movement and a person elected without any agenda other than to bring independent judgment to the varied and complex issues facing the university.

It is because Yale's fiduciaries must represent the interests of the university above their own or those of any backers that we find the prospect of cause-based elections so troubling. It has been our experience as trustees that it is the absence of any prior commitment to specific agendas that allows wide-ranging, intense, and even contentious conversations, all in service of coming to good decisions for Yale. We are a diverse group of individuals, with strong points of view, unified by a shared sense of purpose.

Cause-based elections raise a second, related concern: in their tenor, cost, and time required, these contests may discourage many qualified and desirable candidates from accepting nomination in the first place. Prospective candidates might object merely to the undesirable features of political campaigning—or, more seriously, to the very notion that trustees should come to the Board with an agenda.

34. The Corporation also published a memo that explains its reasoning:

In recent years, petition candidates have been supported by well-funded organizations, sometimes with paid, professional staff, who “sponsor” petitioners, communicate on their behalf with university offices, and support public relations efforts on the candidates’ behalf. Petitioners and their supporting organizations increasingly conduct themselves like political campaigns. The resulting politicization of Alumni Fellow elections is likely to discourage many alumni who might make excellent fiduciaries from agreeing to be candidates.

There is also concern that those who come to the board having won an election based on a particular platform, aimed at a specific constituency, and backed by organized campaign machinery, will feel obligated to advocate for special interests in the boardroom. Trustees who arrive with these commitments will be challenged to do the work of a fiduciary – to represent all of Yale’s constituencies, to be open to changing one’s mind, and to participate in the deliberative process that yields the best decisions, in the service of all of Yale. This will be true notwithstanding the sincere and good intentions of the petition candidates.

In this way, board service for a complex, private non-profit organization differs from election to political office. Elected officials are expected to represent and advocate for constituents with certain partisan positions. Trustees, by contrast, need to consider the overall interests of the institution. Legislative bodies enact laws based on majority vote, and the majority may disregard the opposing opinions of the minority. A small non-profit board, by contrast, follows a deliberative process and resolves issues through discussion and persuasion in an atmosphere of collegial and vigorous debate.

For these reasons, a process that resembles a political campaign appears distinctly poorly suited to the selection of Yale trustees. A non-profit board needs trustees who can bring different perspectives, work with others, listen and consider different views, and always focus on the overall best interests of the university.

35. In short, the Corporation deemed it necessary to eliminate the Petition Process to prevent the “wrong” kind of people from being elected to the Corporation and the “wrong” types of opinions from being openly discussed within the Corporation. In doing so, the Corporation deemed it necessary to suppress Yale alumni voting rights and to substitute its judgment for that of Yale alumni, or at least deemed it necessary to control Yale alumni, bending the will of the majority to the closed views of self-perpetuating insiders, and in doing so violated the Charter and alumni’s rights granted under the Charter. The elimination of the Petition Process was the latest step in a years-long effort by the Corporation to restrict, and finally eliminate, alumni rights under the Charter and the 1872 Amendment to vote for alumni candidates of their choosing and put themselves up for vote.

36. Connecticut General Statutes § 33-1038(b) provides in relevant part: “A corporation’s power to act may be challenged: (1) In a proceeding by a member or director against the corporation to enjoin the act”

37. Where a nonstock corporation acts in excess of the powers permitted in the CRNA, its certificate of incorporation and its bylaws, Connecticut General Statutes § 33-1038(b) grants a member of the corporation authority and standing to enjoin such acts.

38. Plaintiffs have membership rights in Yale within the meaning of the CRNA in that they have the right to elect members of the Corporation and are eligible to be members of the Corporation. Accordingly, Plaintiffs are members of Yale within the meaning of the CRNA for purposes of the rights granted to alumni in the 1872 Amendment.

39. The Corporation acted in excess of its powers in instituting the Candidate Restrictions and eliminating the Petition Process.

40. The Corporation's action in instituting the Candidate Restrictions and terminating the Petition Process violated the CRNA and the Charter.

41. Defendant's ultra vires conduct is harmful to Plaintiffs, other Yale alumni and Yale itself.

42. Plaintiffs are entitled to declaratory and injunctive relief restoring the Petition Process and eliminating the Candidate Restrictions.

COUNT II BREACH OF CONTRACT

1-42. Plaintiffs repeat and reallege the allegations set forth in ¶¶ 1-42 of Count I as if fully set forth herein.

43. The Charter constitutes a contract between Yale and Yale alumni

44. By accepting the 1872 Amendment, Yale (through the Corporation) agreed to grant Yale alumni the rights specified in the 1872 Amendment.

45. By instituting the Candidate Restrictions and terminating the Petition Process, Yale has breached the Charter with respect to the rights granted to Yale alumni in the 1872 Amendment.

46. The breach of Yale's obligations to Plaintiffs harmed Plaintiffs and Plaintiffs are entitled to declaratory and injunctive relief against the elimination of the Petition Process and the continued enforcement of the Candidate Restrictions.

COUNT III BREACH OF CONTRACT

1-42. Plaintiffs repeat and reallege the allegations set forth in ¶¶ 1-42 of Count I as if fully set forth herein.

43. When the Connecticut General Assembly enacted the 1872 Amendment, it intended to benefit Yale alumni by granting them the rights specified in the 1872 Amendment, subject to the Corporation's agreement and consent.

44. When the Corporation agreed and consented to the 1872 Amendment, it intended to become and became obligated to allow all eligible Yale alumni to vote for the eligible Yale alumni of their choosing and to put themselves forward as candidates for Alumni Trustee positions.

45. The 1872 Amendment is a contract between the Connecticut General Assembly and Yale (through the Corporation).

46. When the Corporation accepted the 1872 Amendment, it assumed a direct obligation to Yale alumni to grant Yale alumni the rights specified in the 1872 Amendment.

47. By accepting the 1872 Amendment, Yale (through the Corporation) agreed to the rights granted to Yale alumni specified in the 1872 Amendment.

48. By instituting the Candidate Restrictions and terminating the Petition Process, Yale has breached the Charter with respect to the rights granted to Yale alumni in the 1872 Amendment.

49. The breach of Yale's obligations to Plaintiffs harmed Plaintiffs and Plaintiffs are entitled to declaratory and injunctive relief against the elimination of the Petition Process and the continued enforcement of the Candidate Restrictions.

WHEREFORE, Plaintiffs request:

- (a) A declaration that Yale's action in eliminating the Petition Process was ultra vires and is of no force or effect;
- (b) A declaration that Yale violated Plaintiffs' rights under the Charter by eliminating the Petition Process;
- (c) A declaration that Yale's action in instituting the Candidate Restrictions was ultra vires and is of no force or effect;
- (d) A declaration that Yale violated Plaintiffs' rights under the Charter by instituting the Candidate Restrictions;
- (e) A permanent injunction enjoining and restraining Yale from taking any action with respect to alumni voting rights that does not follow the Charter;
- (f) A permanent injunction enjoining and restraining Yale from taking any action to hold elections for Alumni Trustee positions as long as the Petition Process is not in place and/or the Candidate Restrictions are in place; and
- (g) Such other and further relief as is just and appropriate.

THE PLAINTIFFS, VICTOR H. ASHE and
DONALD G. GLASCOFF, JR.

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	:	
Defendant.	:	

DEMAND FOR RELIEF

Pursuant to Connecticut General Statutes § 33-1038(b) and common law, Plaintiffs seek a declaration that Yale's action in eliminating the Petition Process and in instituting the Candidate Restrictions was ultra vires and of no force or effect and violated the Plaintiffs rights under the Charter, as set forth in the Complaint. Plaintiffs also seek a permanent injunction enjoining and restraining Yale from taking any action with respect to alumni voting rights that does not follow the Charter and from taking any action to hold elections for Alumni Trustee positions as long as the Petition Process is not in place and/or the Candidate Restrictions are in place.

THE PLAINTIFFS, VICTOR H. ASHE and
DONALD G. GLASCOFF, JR.

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